

PX 472

Ripple Labs Inc.
XRP INSIDER TRADING POLICY

Date: December 2018

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TABLE OF CONTENTS

PURPOSE	3
WHO IS COVERED AND WHEN THEY ARE COVERED	3
WHAT ASSETS ARE COVERED	3
THE DEFINITION OF "MATERIAL NON-PUBLIC INFORMATION" FOR PURPOSES OF THIS POLICY ..	3
SPECIFIC PROHIBITIONS AND GUIDANCE	4
EXCEPTIONS	5
CONSEQUENCES OF VIOLATIONS	6
QUESTIONS AND REPORTING SUSPICIOUS ACTIVITY	6
OWNERSHIP AND UPDATES	6

PURPOSE

Ripple prohibits insiders from using material non-public information to transact in XRP. This policy is designed to avoid even the appearance of impropriety on the part of those employed by or closely associated with Ripple. It also is designed to help educate and to help prevent potentially severe legal liability for Ripple and its directors, officers, employees and consultants who transact in XRP, particularly as the legal landscape surrounding digital assets evolves.

XRP is a globally traded, digital currency native to the decentralized XRP Ledger. It is important to note that Ripple firmly believes XRP is not a security. Ownership of XRP does not represent or confer any ownership right or stake, share or security or equivalent rights, or any right to receive future revenue shares, intellectual property rights or any other form of participation in or relating to Ripple Labs Inc. and its corporate affiliates or its property.

Your strict adherence to this policy will help safeguard Ripple's reputation and will further ensure that Ripple conducts its business in accordance with the highest ethical standards.

WHO IS COVERED AND WHEN THEY ARE COVERED

As a director, officer, employee or consultant of Ripple, this policy applies to you while you are providing services to Ripple. It also applies to the extent you are no longer associated with Ripple in the future, as long as you continue to possess material non-public information obtained through your prior relationship with Ripple.

The same restrictions that apply to you apply to your family members who reside with you, any other members of your household, and any family members who do not live with you but whose transactions in the relevant assets are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade) (collectively, "Family Members"). You are responsible for making sure that any transactions by Family Members covered by this policy complies with this policy.

WHAT ASSETS ARE COVERED

This policy applies to all of your purchases and sales of XRP. While it generally refers to XRP and material non-public information about XRP, all of the same rules and prohibitions apply to the trading of other digital assets, such as Bitcoin, Ethereum, or Litecoin, and publicly traded securities of other companies, such as our partners or customers, (collectively, "Other Assets"), to the extent that you are exposed to non-public information through your relationship with Ripple that is material to transactions in those Other Assets.

THE DEFINITION OF "MATERIAL NON-PUBLIC INFORMATION" FOR PURPOSES OF THIS POLICY

Non-public: Information is "non-public" if it has not yet become generally known to the public. Importantly, even if information is publicly released, that does not immediately mean the information is "generally known"-- it may take time for the information to be digested by the marketplace. While it depends on the circumstances, as a general rule of thumb, information should not be considered generally known until at least two full days have passed following its release to the public.

Material: Information is “material” if a reasonable person would consider the information important in making his or her decision to purchase, hold or sell XRP or Other Assets as applicable. In the digital asset space in particular, it is not always evident what types of information are material about digital assets -- information which seems like it may be material often may not impact the price of a digital asset, for example, and vice versa. Therefore, it is important to err on the safe side and assume information is material if there is any doubt. Specific categories of information about XRP that could be material, depending on the circumstances, include:

- The gain or loss of significant customers or partners or other information about adoption of XRP
- Information regarding updates to major exchanges, including the listing or de-listing of XRP
- The contents of third party publications about XRP
- Developments in significant litigation or government investigations involving XRP
- Developments in laws or regulatory frameworks that could impact XRP
- Positive or negative updates to or discoveries about the XRP Ledger
- Developments regarding Ripple’s policies and practices governing its usage or holdings of XRP
- Internal XRP metrics, such as those regarding Ripple’s XRP sales or other transactions

This list is illustrative and not comprehensive -- it is not possible to define all categories of material information.

SPECIFIC PROHIBITIONS AND GUIDANCE

1. No trading in XRP while aware of material non-public information

You are prohibited from transacting in XRP while you are aware of material non-public information about XRP. It makes no difference whether or not you relied upon or used material non-public information in deciding to trade -- if you are aware of material non-public information about XRP, the prohibition applies. You should avoid even the appearance of an improper transaction to preserve Ripple’s reputation for adhering to the highest ethical standards of conduct.

2. Maintain confidentiality / No tipping

You may not pass material non-public information on to others to carry out transactions in XRP or otherwise make unauthorized disclosures or use of the information, whether or not you profit or intend to profit by such tipping, disclosure or use.

More generally, material non-public information about XRP at Ripple should be maintained in strict confidence and disclosed only as appropriate -- for example, with individuals who have a “need to know” or, if there is a prescribed group that may be privy to that information, like a deal team, within that group. You should always exercise the utmost care in dealing with material non-public information, including by, for example, avoiding conversations in public places and avoiding leaving written materials unsecured in a place where it may be seen by people not entitled to that information.

3. Frequent trading of XRP is strongly discouraged

Frequent trading of XRP by Ripple insiders can create an appearance of wrongdoing even if the decision to trade was based solely on public information. You are strongly discouraged from trading frequently in XRP in order to achieve short-term trading profits.

4. No trading on internal rumors

If you hear rumors within Ripple which, if accurate, may constitute material non-public information about XRP, you are prohibited from transacting in XRP.

5. Public disclosures may be made only by designated persons

Ripple designates certain personnel to release material information to the public, through, for example press releases and executive interviews. Unless authorized, you should not release material non-public information to the public or respond to inquiries from the media or others who may be interested in XRP. You should not respond to these inquiries unless expressly authorized to do so and you should refer any inquiries to the Senior Vice President of Marketing.

6. Certain types of transactions are prohibited

Transactions in puts, calls or other derivatives of XRP, on an exchange or in any other organized market, are prohibited. So are forms of hedging or monetization transactions, to the extent they exist for XRP now or in the future, such as the use of financial instruments such as forward sales contracts, equity swaps, collars and exchange funds that are designed to hedge or offset any decrease in the market value of XRP.

EXCEPTIONS

The prohibition on trading while aware of material non-public information does not apply to the extent a particular transaction is conducted pursuant to a pre-defined written plan, contract or instruction that has been finalized prior to your acquisition of material non-public information. For example, if you elect to receive part of your biweekly paycheck in XRP, each disbursement of XRP would be conducted pursuant to your elected plan and therefore excepted from the prohibition on insider trading. However, you may not modify your election based on material, non-public information.

The General Counsel reserves the right to require such pre-defined, binding trading plans for certain staff members to avoid any appearance of impropriety. Even if you are not required to create such a plan, if you expect to frequently transact in XRP, you should consider implementing a binding trading plan and submitting it to the General Counsel. Please contact the General Counsel for further information if you have questions.

CONSEQUENCES OF VIOLATIONS

Ripple may impose disciplinary action if you violate this policy, including but not limited to terminating your employment. You may also be subject to significant legal consequences, which can result in fines and civil and criminal penalties.

QUESTIONS AND REPORTING SUSPICIOUS ACTIVITY

Questions or suspected violations of this Policy should be reported to either:

- General Counsel; or
- Anonymously via Ripple's Global reporting hotline: via phone [REDACTED] or online at www.ripple.com/confidentialethicshotline

OWNERSHIP AND UPDATES

The General Counsel is responsible for this Policy and any questions about it, its application to a proposed transaction, or the requirements of applicable laws should be directed to the General Counsel.

Ripple reserves the right to update this Policy at any time, including to impose additional restrictions on transactions in XRP as appropriate. Also, Ripple will, from time to time, require individuals subject to this Policy to engage in training or otherwise review of the terms of this Policy and acknowledge it terms. As long as you are associated with Ripple, you are obligated to engage in such training or review that the General Counsel deems reasonable and appropriate.